

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-2(c)

**COLE, SCHOTZ, MEISEL,
FORMAN & LEONARD, P.A.**

A Professional Corporation

Court Plaza North

25 Main Street

P.O. Box 800

Hackensack, New Jersey 07602-0800

(201) 489-3000

(201) 489-1536 Facsimile

Michael D. Sirota, Esq.

Gerald H. Gline, Esq.

David M. Bass, Esq.

Ryan T. Jareck, Esq.

Attorneys for 710 Long Ridge Road

Operating Company II, LLC, *et al.*,

Debtors-in-Possession

In re:

710 LONG RIDGE ROAD OPERATING
COMPANY II, LLC, ¹*et al.*

Debtor-in-Possession.

Case No. 13-13653 (DHS)

Judge: Hon. Donald H. Steckroth

Chapter 11

Hearing Date and Time:

November 21, 2013, at 10:00 a.m.

**ORDER AUTHORIZING DEBTORS TO (I) ENTER INTO LETTER AGREEMENT IN
CONNECTION WITH ANTICIPATED EXIT FINANCING AND (II) INCUR AND PAY
RELATED FEES AND EXPENSES AS ADMINISTRATIVE EXPENSES**

The relief set forth on the following pages, numbered two (2) through four (4), is hereby
ORDERED.

12/5/13

D. Steckroth

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal identification number are: 710 Long Ridge Road Operating Company II, LLC d/b/a Long Ridge of Stamford (4809), 240 Church Street Operating Company II, LLC d/b/a Newington Health Care Center (4730), 1 Burr Road Operating Company II, LLC d/b/a Westport Health Care Center (4839), 245 Orange Avenue Operating Company II, LLC d/b/a West River Health Care Center (4716) and 107 Osborne Street Operating Company II, LLC d/b/a Danbury Health Care Center (4676).

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THIS MATTER having been opened to the Court by 710 Long Ridge Road Operating Company II, LLC d/b/a Long Ridge of Stamford, 240 Church Street Operating Company II, LLC d/b/a Newington Health Care Center, 1 Burr Road Operating Company II, LLC d/b/a Westport Health Care Center, 245 Orange Avenue Operating Company II, LLC d/b/a West River Health Care Center and 107 Osborne Street Operating Company II, LLC, d/b/a Danbury Health Care Center, the within debtors and debtors-in-possession (the “**Debtors**”), by and through their counsel, Cole, Schotz, Meisel, Forman & Leonard, P.A., upon a motion, pursuant to Bankruptcy Code §§ 105(a), 363(b)(1), and 503(b)(1) and Bankruptcy Rules 2002(a)(2) and (c) and 6004(h), for entry of an Order authorizing them to (i) enter into that certain Exit Facility Term Sheet in connection with anticipated exit financing and (ii) incur and pay related fees and expenses (including any indemnification obligations) as administrative expenses, subject to the terms and conditions of the Exit Facility Term Sheet (the “**Motion**”);² and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and the Court having found that good and sufficient cause exists for granting the Motion and the relief requested therein; and it appearing that entering into the Exit Facility Term Sheet and agreeing to pay the obligations thereunder is within the Debtors’ sound business judgment, as it will facilitate the Reorganized Debtors’ timely entry into the Exit Credit Facility that will fund various emergence-related disbursements and provide for working capital needs of the

² All capitalized terms used but not otherwise defined herein shall have the same meanings ascribed to them in the Application submitted in support of the Motion.

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Reorganized Debtors; and it appearing that the relief requested in the Motion is appropriate in the context of these cases and is in the best interests of the Debtors and their respective estates, their creditors, and all other parties-in-interest; and it appearing that notice of the Motion was adequate and proper under the circumstances of these cases, and it appearing that no other or further notice need be given; and other good cause having been shown,

IT IS ORDERED that:

1. The Debtors are authorized to enter into, execute, deliver, and perform under the Exit Facility Term Sheet and all related documents and agreements thereto and to take all actions in connection therewith.
2. The Debtors are authorized to incur and to pay all fees and other obligations set forth in the Exit Facility Term Sheet, on and subject to the terms and conditions set forth therein, as allowed administrative expense claims under Bankruptcy Code §§ 503 and 507, including the Exit Facility Term Sheet Expenses (where applicable), as, when, and to the extent that they become due under the terms of the Exit Facility Term Sheet.
3. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry, notwithstanding any applicability of Bankruptcy Rule 6004(h) or otherwise.
4. The Debtors and Capital One are authorized and empowered to take any and all actions necessary to implement the terms of this Order and the Exit Facility Term Sheet and to

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proceed with drafting and otherwise preparing the definitive financing documentation for the Exit Credit Facility and any related agreements.

5. This Court shall retain jurisdiction over all matters arising from or related to the interpretation and implementation of this Order and the Exit Facility Term Sheet.